

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
	)	Case No. 20-10256 (KBO)
EARTH FARE, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	
	)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON FEBRUARY 27, 2020, AT 2:00 P.M. (ET)**

**ALL MATTERS SCHEDULED TO GO FORWARD ARE ADJOURNED AS  
SET FORTH BELOW. THE HEARING HAS BEEN CANCELLED AT  
THE DIRECTION OF THE COURT.**

**ADJOURNED MATTERS**

1. Debtors' Motion for Interim and Final Orders (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto [D.I. 4, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Limited Objection of Waste Management National Services, Inc. [D.I. 35, 2/6/20]
- B. Informal comments from the Official Committee of Unsecured Creditors
- C. Objection of Certain Utility Companies [D.I. 157, 2/20/20]

Related Documents:

- D. Interim Order [D.I. 48, 2/6/20]
- E. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

Status: This matter is adjourned to March 4, 2020, at 3:00 p.m. (ET).

2. Debtors' Motion for Interim and Final Orders (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection, (C) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (D) Granting Related Relief [D.I. 14, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)  
[Extended to February 26, 2020, at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received:

- A. Limited Objection of Waste Management National Services, Inc. [D.I. 35, 2/6/20]

Related Documents:

- B. Interim Order [D.I. 54, 2/6/20]  
C. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20]

Status: This matter is adjourned to March 4, 2020, at 3:00 p.m. (ET).

3. Debtors' Motion for Entry of: (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (II) an Order (A) Authorizing the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d) [D.I. 33, 2/5/20] (the "**Motion**")<sup>2</sup>

Sale Objection Deadline: February 20, 2020, at 4:00 p.m. (ET)

Cure Objection Deadline: February 21, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from Gemini Place Towne Center, LLC  
B. Informal comments from IRC Retail Centers

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<sup>2</sup> Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the Motion.

- C. Landlord Gateway Arthur, Inc.'s Limited Objection to Motion [D.I. 90, 2/13/20]
- D. Limited Objection and Reservation of Rights of Gator Argate Gainesville, LLC to Motion [D.I. 92, 2/13/20]
- E. Regency Centers, L.P.'s (1) Limited Objection to Motion; and (2) Objection to First Notice of Possible Assumption and Assignment and Cure Amounts with Respect to Executory Contracts and Unexpired Leases of the Debtors [D.I. 101, 2/13/20]
- F. Objection and Reservation of Rights of RGOP 2, LLC to Motion [D.I. 102, 2/13/20]
- G. Objection and Reservation of Rights of KRG Toringdon Market, LLC and KRG Centre, LLC to Motion and Objection to Proposed Cure [D.I. 103, 2/13/20]
- H. Joinder of Simon Property Group, Inc. to Limited Objection of Various Landlords [D.I. 107, 2/13/20]
- I. National Water Services, Inc.'s Limited Objection to Debtors' Motion for Approval of Bidding Procedures and De Minimis Asset Sale Order [D.I. 108, 2/13/20]
- J. Joinder of Domicor, L.L.C. to Limited Objections of Various Landlords [D.I. 112, 2/13/20]
- K. Joinder of Crescent CCRE Lucerne Venture, LLC to Limited Objections of Various Landlords [D.I. 113, 2/13/20]
- L. Objection of Westgate, L.L.C. to Cure Notice [D.I. 126, 2/18/20]
- M. Objection of Domicor, L.L.C. to Cure Notice [D.I. 130, 2/18/20] [D.I. 131, 2/18/20]
- N. Objection of Crescent CCRE Lucerne Venture, LLC to Cure Notice, and Sale Notice [D.I. 145, 2/19/20]
- O. Objection of Palladium Development V, LLC to Cure Notice [D.I. 147, 2/19/20]
- P. Objection of South Windermere Associate Limited Partnership to Cure Notice [D.I. 148, 2/20/20]
- Q. Limited Objection of CBL& Associates Management, Inc. to Cure Notice [D.I. 149, 2/20/20]
- R. Objection of Skyland Town Centre Investors, LLC to Cure Notice [D.I. 151, 2/20/20]

- S. Objection and Reservation of Rights of MFBY OCALA LLC to Cure Notice and Sale Notice [D.I. 153, 2/20/20]
- T. Objection of Mainstreet at Midtown Limited Partnership to Cure Notice [D.I. 156, 2/20/20]
- U. Cure Objection and Adequate Assurance Objection with Reservation of Rights of Westgate Land Unit 4, LLC's [D.I. 158, 2/20/20]
- V. Limited Objection and Reservation of Rights of Simon Property Group, Inc. to Cure Notice [D.I. 159, 2/20/20]
- W. Gateway Arthur, Inc.'s Objection to Debtors' Potential Assumption and Assignment of Lease in Connection with the Sale of Debtors' Assets [D.I. 160, 2/20/20]
- X. Objection of Central Realty Holdings, LLC to Cure Notice [D.I. 161, 2/20/20]
- Y. Objection of RECS Flint's Crossing, LLC to Cure Notice [D.I. 164, 2/21/20]
- Z. Objection of PGP Jacksonville, LLC to Cure Notice [D.I. 165, 2/21/20]
- AA. Objection of Ferncroft Morrison LLC to Cure Notice [D.I. 168, 2/21/20]
- BB. Objection of MDC Coastal 12, LLC to Cure Notice [D.I. 169, 2/21/20]
- CC. Objection of Cox Investments to Earth Fare, Inc.'s Calculation of Cure Amount and Debtor's Ability to Assume and Assign [D.I. 170, 2/21/20]
- DD. Objection of Hutton Pasco Power Center EX, LLC to Cure Notice [D.I. 171, 2/21/20]
- EE. Objection of NADG/Blackfin Partners (Lake Nona) LP to Cure Amounts [D.I. 175, 2/21/20]
- FF. Objection of CH Forest Park Partners to Cure Notice [D.I. 176, 2/21/20]
- GG. Objection of Lakewood Ranch Owner, L.P, Successor-in-Interest to TDC Lakewood I, LLC to Cure Notice [D.I. 177, 2/21/20]
- HH. Objection of Holrob-Schaffler Partnership I to Cure Notice [D.I. 178, 2/21/20]
- II. Objection of Seminole Mall, L.P. and Seminole Office, L.P. to Cure Notice [D.I. 179, 2/21/20]
- JJ. Objection of Harbour-Gramling Summerville, LLC to Cure Notice [D.I. 180, 2/21/20]

- KK. Objection of Fury's Ferry Shoppes, LLC to Cure Notice [D.I. 181, 2/21/20]
- LL. 5070 South Westnedge, LLC's Objection to Debtors' Potential Assumption and Assignment of Lease in Connection with the Sale of Debtors' Assets [D.I. 184, 2/21/20]
- MM. Objection of Mainstreet at Midtown Limited Partnership to the Debtors' Sale of Certain Fixtures, Furniture, and Equipment Located at Store #570 [D.I. 198, 2/24/20]

Related Documents:

- A. First Notice of Possible Assumption and Assignment and Cure Amounts with Respect to Executory Contracts and Unexpired Leases of the Debtors [D.I. 70, 2/7/20] ("**Cure Notice**")
- B. Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [D.I. 122, 2/14/20]
- C. Notice of Entry of Bidding Procedures/De Minimis Asset Sale Order and Proposed Sale [D.I. 129, 2/18/20] ("**Sale Notice**")
- D. Notice of (I) Revised Proposed Bid Deadline, Auction Date, and Other Sale-Related Deadlines and (II) Sale Hearing [D.I. 197, 2/24/20]

Status: This matter is adjourned to March 24, 2020, at 1:00 p.m. (ET).

**MATTERS WITH CNOS OR CERTIFICATIONS OF COUNSEL**

- 4. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Programs, Including Payment of Policy Premiums, and (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [D.I. 5, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

Related Documents:

- A. Interim Order [D.I. 49, 2/6/20]

- B. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20]
- C. Certificate of No Objection [D.I. 185, 2/21/20]
- D. Proposed Order

Status: A certificate of no objection has been filed. The proposed final order may be entered without further notice or hearing.

5. Debtors' Motion for Entry of Interim and Final Orders Authorizing (I) the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [D.I. 6, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Official Committee of Unsecured Creditors

Related Documents:

- B. Interim Order [D.I. 50, 2/6/20]
- C. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20] (See 4.B)
- D. Certification of Counsel [D.I. 186, 2/21/20]
- E. Proposed Final Order

Status: A certification of counsel has been filed. The proposed final order may be entered without further notice or hearing.

6. Debtors' Motion for an Order (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Reimbursement of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers' Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of All Amounts Incident to the Foregoing Payments and Contributions; and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [D.I. 8, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Interim Order [D.I. 59, 2/6/20]
- B. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20] (See 4.B)
- C. Notice of Filing of Revised Final Proposed Order [D.I. 117, 2/14/20]
- D. Certification of Counsel [D.I. 187, 2/21/20]
- E. Proposed Final Order

Status: A certification of counsel has been filed. The proposed final order may be entered without notice or hearing.

7. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing and Approving (A) Continued Use of Cash Management System and (B) Use of Prepetition Bank Accounts and Business Forms; (II) Authorizing Banks to Honor Certain Transfers and Charge Certain Amounts; (III) Waiving the Requirements of Section 345(b) of the Bankruptcy Code on an Interim Basis; and (IV) Granting Related Relief [D.I. 10, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Interim Order [D.I. 55, 2/6/20]
- B. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20] (See 4.B)
- C. Certificate of No Objection [D.I. 188, 2/21/20]
- D. Proposed Final Order

Status: A certification of no objection has been filed. The proposed final order may be entered without further notice or hearing.

8. Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to Reject Certain Unexpired Leases *Nunc Pro Tunc* to the Petition Date [D.I. 11, 2/4/20]

Response Deadline: February 18, 2020, at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Notice of the Hearing [D.I. 68, 2/7/20]
- B. Certificate of No Objection [D.I. 196, 2/21/20]

C. Proposed Order

Status: A certification of no objection has been filed. The proposed final order may be entered without notice or hearing.

9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Prepetition Claims Arising Under the Perishable Agricultural Commodities Act and the Packers and Stockyards Act of 1921, and (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related to the Foregoing [D.I. 15, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Official Committee of Unsecured Creditors

Related Documents:

- B. Interim Order [D.I. 57, 2/6/20]  
C. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20] (See 4.B)  
D. Certification of Counsel [D.I. 189, 2/21/20]  
E. Proposed Final Order

Status: A certification of counsel has been filed. The proposed final order may be entered without further notice or hearing.

10. Debtors' Emergency Motion for Interim and Final Orders (A)(1) Confirming, on an Interim Basis, That the Store Closing Agreement is Operative and Effective and (2) Authorizing, on a Final Basis, the Debtors to Assume the Store Closing Agreement, (B) Authorizing and Approving Store Closing Sales Free and Clear of All Liens, Claims, and Encumbrances, (C) Approving Dispute Resolution Procedures, (D) Authorizing Customary Bonuses to Employees Essential to Store Closings, and (E) Approving the Debtors' Store Closing Plan [D.I. 16, 2/4/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comment from the Official Committee of Unsecured Creditors

Related Documents:

- B. Interim Order [D.I. 61, 2/6/20]  
C. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 69, 2/7/20] (See 4.B)



- D. Declaration of Sarah Baker in Support of Debtors' Store Closing Motion [D.I. 132, 2/18/20]
- E. Declaration of Mackenzie L. Shea in Support of Debtors' Store Closing Motion [D.I. 133, 2/18/20]
- F. Certification of Counsel [D.I. 205, 2/25/20]
- G. Proposed Final Order

Status: A certification of counsel has been filed. The proposed final order may be entered without further notice or hearing.

- 11. Debtors' Application for Entry of an Order (I) Authorizing Employment and Retention of Malfitano Advisors, LLC as the Debtors' Asset Disposition Advisor and Consultant *Nunc Pro Tunc* to the Petition Date, and (II) Granting Related Relief [D.I. 63, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received: None

Related Documents:

- A. Certificate of No Objection [D.I. 191, 2/21/20]
- B. Proposed Order

Status: A certificate of no objection has been filed. The Court may enter the proposed order without further notice or hearing.

- 12. Debtors' Application for Authority to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of the Petition Date [D.I. 64, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 192, 2/21/20]
- C. Proposed Order

Status: A certification of counsel has been filed. The Court may enter the proposed order without further notice or hearing.

13. Debtors' Application for Order Authorizing the Debtors to (I) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Charles Goad as Chief Restructuring Officer for the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 65, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 195, 2/21/20]

- C. Proposed Order

Status: A certification of counsel has been filed. The Court may enter the proposed order without further notice or hearing.

14. Debtors' Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals [D.I. 66, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection [D.I. 193, 2/21/20]

- B. Proposed Order

Status: A certificate of no objection has been filed. The Court may enter the proposed order without further notice or hearing.

15. Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 67, 2/6/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection [D.I. 190, 2/21/20]

- B. Proposed Order

Status: A certificate of no objection has been filed. The Court may enter the proposed order without further notice or hearing.

16. Debtors' Motion for an Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business, *Nunc Pro Tunc* to the Petition Date [D.I. 104, 2/13/20]

Response Deadline: February 20, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 104, 2/24/20]  
C. Proposed Order

Status: A certification of counsel has been filed. The proposed order may be entered without further notice or hearing.

17. Debtors' Application for an Order (I) Authorizing the Retention and Employment of Hilco IP Services, LLC d/b/a Hilco Streambank, as Intellectual Property Disposition Consultant to the Debtors, *Nunc Pro Tunc* to the Petition Date, (II) Waiving Certain Information Requirements of Local Rule 2016-2, and (III) Granting Related Relief [D.I. 71, 2/7/20]

Response Deadline: February 21, 2020, at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Notice of Corrected Exhibit C to the Application [D.I. 74, 2/7/20]  
C. Order Shortening the Time for Notice [D.I. 77, 2/11/20]  
D. Certification of Counsel [D.I. 200, 2/24/20]  
E. Proposed Order

Status: A certification of counsel has been filed. The revised proposed order may be entered without further notice or hearing.

18. Debtors' Application for an Order (I) Authorizing the Retention and Employment of A&G Realty Partners, LLC as Real Estate Advisor to the Debtors, *Nunc Pro Tunc* to the Petition Date, (II) Waiving Certain Information Requirements of Local Rule 2016-2, and (III) Granting Related Relief [D.I. 72, 2/7/20]

Response Deadline:

February 21, 2020, at 4:00 p.m. (ET)

Responses Received:

A. Informal comments from the Office of the United States Trustee

Related Documents:

B. Order Shortening the Time for Notice [D.I. 77, 2/11/20]

C. Certification of Counsel [D.I. 201, 2/24/20]

D. Proposed Order

Status: A certification of counsel has been filed. The proposed order may be entered without further notice or hearing.

Dated: February 25, 2020  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

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